

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<hr/>)	
In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-1139 (JKF)
)	Jointly Administered
)	
Debtors.)	Objection Date: December 6, 2004 at 4:00 p.m.
<hr/>)	Hearing: Scheduled if Necessary (Negative Notice)

**NOTICE OF FILING OF
THIRD MONTHLY INTERIM APPLICATION OF
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; (7) Counsel to the Debtors-in-Possession Lender; and (8) the Fee Auditor

David T. Austern, Future Claimants' Representative (the "FCR"), has filed and served his Third Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses for the time period July 1, 2004 through July 31, 2004 seeking payment of fees in the amount of \$1,000.00 (80% of \$1,250.00) and \$10.00 in expenses (the "Application") for a total of \$1,010.00.

This Application is submitted pursuant to this Court's Administrative Order, as Amended, Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **December 6, 2004 at 4:00 p.m., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) David T. Austern, FCR for W.R. Grace & Co., c/o Claims Resolution Management Corporation, 3110 Fairview Park Drive, Suite 200, Falls Church, VA 22042-0683; (ii) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire, Richard H. Wyron, Esquire, Swidler Berlin Shereff Friedman, LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007 and John C. Phillips, Jr., Esquire, Phillips Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (iii) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iv) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (v) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (vi) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell &

Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (vii) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (viii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (ix) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (x) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to the undersigned counsel.

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

By: 

Roger Frankel, *admitted pro hac vice*
Richard H. Wyron, *admitted pro hac vice*
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Washington, DC 20007
(202) 424-7500
Co-Counsel to David T. Austern, Future Claimants
Representative

--and--

PHILLIPS, GOLDMAN & SPENCE, P.A.
John C. Phillips, Jr. (#110)
1200 North Broom Street
Wilmington, DE 19806
(302) 655-4200
(302) 655-4210 (fax)
Co-Counsel to David T. Austern, Future Claimants
Representative

Dated: November 15, 2004

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-1139 (JKF)
)	Jointly Administered
)	
Debtors.)	Objection Date: December 6, 2004 at 4:00 p.m.
)	Hearing: Scheduled if Necessary (Negative Notice)

**COVER SHEET TO THIRD MONTHLY INTERIM APPLICATION OF
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
JULY 1, 2004 THROUGH JULY 31, 2004**

Name of Applicant:	David T. Austern, Future Claimants' Representative ("FCR")
Authorized to Provide Professional Services to:	the Debtors
Date of Retention:	May 25, 2004 (appeal pending in the United States District Court for the District of Delaware)
Period for which compensation is sought:	July 1, 2004 through July 31, 2004
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$1,250.00
80% of fees to be paid:	\$1,000.00 ¹
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$10.00
Total Fees @ 80% and 100% Expenses:	\$1,010.00

¹ Pursuant to the Administrative Order, as Amended dated April 17, 2002, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.

This is an: ___ interim X monthly ___ final application.

The total time expended for fee application preparation during this time period is 0.00 hours and the corresponding fees are \$0.00 and expenses are \$0.00. The time spent for this matter will be requested in subsequent monthly interim applications.

This is the FCR's third interim fee application for the period July 1-31, 2004; the FCR's second interim fee application for the period June 1-30, 2004 was filed on September 1, 2004, in the amount of \$1,600.00 (80% of \$2,000.00) and \$14.00 in expenses; the FCR's first interim fee application for the period May 25-31, 2004, was filed on September 1, 2004 in the amount of \$5,560.00 (80% of \$6,950.00) and \$14.00 in expenses.

COMPENSATION SUMMARY

JULY 2004

<u>Name of Professional Person</u>	<u>Position of Applicant</u>	<u>Hourly Billing Rate</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
David T. Austern	Future Claimants' Representative	\$500.00	2.50	\$1,250.00
Grand Total:			2.50	\$1,250.00
Blended Rate:			\$500.00	

Total Fees: \$1,250.00
Total Hours: 2.50
Blended Rate: \$1,250.00

COMPENSATION BY PROJECT CATEGORY

JULY 2004

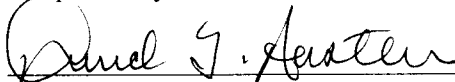
<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Insurance	1.90	\$950.00
Litigation	.40	\$200.00
Retention of Professionals	.20	\$100.00
TOTAL	2.50	\$1,250.00

EXPENSE SUMMARY

JULY 2004

<u>Expense Category</u>	<u>Total</u>
Parking	\$10.00
TOTAL	\$10.00

Respectfully submitted,



David T. Austern

Claims Resolution Management Corporation

3110 Fairview Park Drive, Suite 200

Falls Church, VA 22042-0683

(703) 205-0835

Dated: November 15, 2004

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

**Case No. 01-1139 (JKF)
Jointly Administered**

VERIFICATION

STATE OF VIRGINIA

FAIRFAX COUNTY, TO WIT:

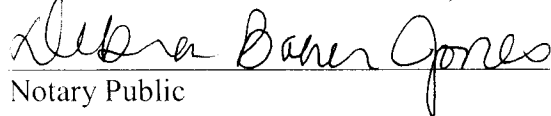
David T. Austern, after being duly sworn according to law, deposes and says:

1. I am the Future Claimants' Representative appointed by the Court in this case.
2. I personally performed the work as set forth in the attached Exhibit A.
3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.


DAVID T. AUSTERN

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 15th DAY OF NOVEMBER, 2004


Notary Public

My commission expires: 3/31/06

EXHIBIT A**DAVID T. AUSTERN/W.R. GRACE & CO.****JULY 2004****FEE SUMMARY**

<u>Date</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>	<u>Services</u>
<i>Insurance</i>				
7/12/04	1.20	\$500.00	\$600.00	Meeting with R. Frankel, R. Wyron and Mr. Angelina (Tillinghast) re insurance and claims forecasting.
7/21/04	.40	\$500.00	\$200.00	Telephone conference with R. Wyron and then telephone conference with Mr. Angelina and Mr. Foa (Foa & Son) all in connection with insurance; telephone conference with R. Frankel re meeting with Property Damage Committee.
7/30/04	.30	\$500.00	\$150.00	Telephone conference with Mr. Foa and certain insurance underwriters re futures claims representative's insurance.
<i>Litigation</i>				
7/13/04	.40	\$500.00	\$200.00	Review of pleadings in response to objection of appointment of Futures Representative; review of confidentiality agreement.
<i>Retention of Professionals</i>				
7/20/04	.20	\$500.00	\$100.00	Review of Tillinghast engagement letter.
TOTAL	2.50		\$1,250.00	

EXPENSE SUMMARY

DAVID T. AUSTERN/W.R. GRACE & CO.

JULY 2004

<u>Date</u>	<u>Expense</u>	<u>Description</u>
7/12/04	\$10.00	Parking
TOTAL	\$10.00	

CERTIFICATE OF SERVICE

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on November 15, 2004, I caused the *Notice, Third Monthly Interim Application of David T. Austern, Future Claimants' Representative for Compensation for Services Rendered and Reimbursement of Expenses for the time period July 1, 2004 through July 30, 2004, Verification and Exhibit A*, to be served upon those persons as shown on the attached Service List in the manner set forth therein.

Under penalty of perjury, I certify the foregoing to be true and correct.

A handwritten signature in cursive script, reading "Debra O. Fullem", is written over a horizontal line.

Debra O. Fullem, Senior Legal Assistant
Swidler Berlin Shereff Friedman, LLP

SERVICE LIST

Federal Express

Laura Davis Jones, Esquire
David W. Carickhoff, Jr., Esquire
Pachulski, Stang, Ziehl, Young & Jones P.C.
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

Regular Mail

Vito I. DiMaio
Parcels, Inc.
10th & King Streets
P.O. Box 27
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Philip Bentley, Esquire

Kramer Levin Naftalis & Frankel LLP